

Instructions C001i

Annual Report and Certificate of Disclosure

ARIZONA CORPORATION COMMISSION

Corporations Division
1300 West Washington Street
Phoenix, Arizona 85007
www.azcc.gov
(602) 542-3026



General Information

All corporations registered with the Arizona Corporation Commission, whether for-profit or nonprofit, domestic or foreign, must file an Annual Report and a Certificate of Disclosure with the Arizona Corporation Commission each year. *See* A.R.S. §§ 10-1622 and 10-11622.

All corporations must use the form prescribed by the Arizona Corporation Commission (form C001) when filing their Annual Report and Certificate of Disclosure. *See* A.R.S. §§ 10-121 and 10-3121.

Due date. Each corporation has its own due date. Find the due date on the corporation's page on our website at www.azcc.gov/Divisions/Corporations or call the Annual Reports Section at 602-542-3285.

Failure to file by due date. Penalties – *for-profit corporations* – failure to file the Annual Report and Certificate of Disclosure on or before the corporation's due date will result in the accrual of statutory penalties of \$9.00 per month. *Administrative dissolution* – *all corporations* that fail to file the Annual Report and Certificate of Disclosure on or before the corporation's due date are subject to being administratively dissolved. *See* A.R.S. §§ 10-1420 and 10-11420.

Reminder to file. The Arizona Corporation Commission will not mail reminders. The corporation may request an email reminder of its Annual Report due date by completing and submitting the Email Notice Request form M050. In the alternative, the corporation will be given the option of requesting an email reminder when it completes and submits its Annual Report online. Whether or not the corporation requests or receives an email reminder, it is the corporation's sole responsibility to file the Annual Report on or before its due date, so it is highly recommended that the corporation calendar its due date for subsequent years.

Filing fee. The filing fee is either \$45.00 (for-profits) or \$10.00 (nonprofits). *See* A.R.S. §§ 10-122 and 10-3122. For expedited processing (see next paragraph) add \$35.00 to the filing fee. If the Annual Report is past due, penalties may be owed above and beyond the filing fee. If the corporation has been administratively dissolved or revoked, a reinstatement fee will be owed above and beyond any filing fee or penalties. Contact the Annual Reports Section at 602-542-3285 for the total amount owed. All fees are nonrefundable. *See* A.R.S. §§ 10-122 and 10-3122.

Processing time. Processing times are posted on our website each Monday at www.azcc.gov/Divisions/Corporations. For expedited (faster) processing, payment of the expedite fee plus payment of the filing fee must be submitted. *See* A.R.S. §§ 10-122 and 10-3122. The expedite fee is \$35.00. *See* Decision No. 68008, July 22, 2005, Docket No. AC-00000A-05-0488. The Arizona Corporation Commission does not currently offer same day or next day service.

Instructions

Introductory Section

Report year – list the year for which you are filing the Annual Report, e.g. 2011.

Due on or before – list the month and day the Annual Report is due, e.g. December 12.

A.C.C. file number – list the corporation's file number given to it by the Arizona Corporation Commission. Find the file number on our website at www.azcc.gov/Divisions/Corporations.

Filing fee – list only the filing fee (do not include any penalty amounts). The filing is either \$45.00 (for-profits) or \$10.00 (nonprofits). Read the section on "Filing Fee" under General Information for more information. For questions, contact the Annual Reports Section at 602-542-3285.

Numbered Sections

Number 1. List the exact name of the corporation as shown in the records of the Arizona Corporation Commission, including exact spelling, punctuation, and the correct corporate identifier (Inc. or Incorporated, etc.).

Number 2. Providing a business phone number is optional.

Number 3. List the state or country of incorporation, e.g., Arizona corporations put Arizona, and Texas corporations put Texas.

Number 4. Check one box in either the for-profit corporation section or the nonprofit corporation section. If the corporation is engaged in multiple activities and does not want to select only one category, the corporation can check "other" and fill in the blank with "multiple" or "diverse" or a similar appropriate description.

Number 5. The Arizona known place of business (KPB) address must be a street address in Arizona, and it can be the same as the statutory agent's street address. *See* A.R.S. §§ (for-profits) 10-202, 10-501, (foreign) 10-1503, 10-1507, (nonprofits) 10-3501, 10-11507. If the KPB address is the same as the statutory agent's street address, check the box and continue with number 6, and do not list any address under number 5.

Number 6. "Principal office" means the office where the principal executive offices of a corporation are located. *See* A.R.S. §§ 10-140 and 10-3140. The principal office address must be a street address, and it can be the same as the known place of business address. *See* A.R.S. §§ 10-140 and 10-3140. *Arizona corporations* – the principal office street address can be anywhere, and does not have to be in Arizona. *Foreign corporations* – the principal office address must not be in Arizona. If the foreign state or country of incorporation does not require a known place of business address or a principal office address, and the corporation does not have a non-Arizona street address, then the corporation may list the street

address of its statutory agent in its state or country of incorporation.

Number 7.1. *New statutory agent appointed* – if a new statutory agent is being appointed, the corporation must check the box in 7.1 and must complete and submit the Statutory Agent Acceptance form M002 along with the Annual Report form. List the new statutory agent name and Arizona street address in number 7.2, and, if desired, list a mailing address for the new statutory agent in 7.3. Note that individuals who are statutory agents must be permanent, full-time residents of the state of Arizona. See A.R.S. §§ 10-501 and 10-11501.

Numbers 7.2 and 7.3. List in number 7.2 the name of either the existing statutory agent exactly as it is shown in A.C.C. records or the exact name of the new statutory agent. The street address for the statutory agent must be provided in number 7.2, and must in all cases be in Arizona. Providing a mailing address in number 7.3 for the statutory agent is optional. If the statutory agent is a foreign corporation or a foreign LLC, it may have a non-Arizona mailing address. If the statutory agent is an individual, that individual must be permanent, full-time resident of the state of Arizona, so the mailing address for that individual must be in Arizona. See A.R.S. §§ 10-501 and 10-11501.

Number 8. All directors of the corporation must be listed. A business address or a P.O. Box address for each director is acceptable. DO NOT provide social security numbers, birth dates, or other personal identifying information for directors. The date taking office is optional. *Business Trusts* – use the director section to list trustees. *Close corporations* – use the director section to list managers. *Corporation sole* – a director may be listed, but it is not required. If the corporation has more than six directors, check the box and complete and submit a Director Attachment form C082 along with the Annual Report form.

Number 9. All principal officers of the corporation must be listed. A business address or a P.O. Box address for each officer is acceptable. DO NOT provide social security numbers, birth dates, or other personal identifying information for officers. There is no statutory definition of “principal officers.”

Traditionally, the principal officers of a corporation included its president, vice-president, secretary, and treasurer. The corporation should list those officers it deems essential to the operation of the corporation on a daily basis, which should definitely include any officer that is authorized to sign documents or access bank accounts for the corporation. *Business Trusts* – the officer section may be left blank. *Close corporation* – managers may be listed in the officer section as well as the director section. *Corporation sole* – an officer may be listed, but it is not required. If the corporation has more than six officers, check the box and complete and submit an Officer Attachment form C085 along with the Annual Report form.

Number 10.1. *For-profit corporations* – the authorized shares information should match exactly the authorized shares information in the Articles of Incorporation or amendments thereto. Par value is optional – if no par value was stated in the Articles of Incorporation or amendments thereto, leave par value blank (hint – Arizona corporations usually do not have a par value stated in their Articles). *Business Trusts* – list any transferrable certificates in this section. For “class,” put “certificates,” and put a number in “total.” Leave series and par value blank. *Close corporations* – list capital units in this section. For “class,” put “capital units,” and put a number in “total.” Leave series and par value blank. If the corporation has more than two classes of shares, check the box under number 10.1 and complete and submit a Shares Attachment form C087 along with the Annual Report form.

Number 10.2. *For-profit corporations* – each class of shares listed as authorized shares in number 10.1 must also be listed in number 10.2, even if no shares have actually been issued. For each class, list the series of each class, if applicable. Each class must have a number in the total field. If no shares of that class have been issued, the number in the total field should be 0 (zero). List the par value for each class. If there is no par value per share assigned to the class, put the number 0 (zero) in the par value field for that class. Shares have been issued if they are outstanding and have not been reacquired, redeemed, converted or

canceled. *Note* – Commission staff cannot tell the corporation if it has issued shares or not – check the corporation's records or consult with an attorney, an accountant, or other knowledgeable professional to determine if shares have been issued, or see A.R.S. §§ 10-603, 10-620 through 10-629 concerning issuance of shares. Par value is optional – typically, only non-Arizona corporations have a par value associated with their issued shares – if there is no stated par value, leave it blank. *Business Trusts* – list any issued and outstanding transferrable certificates in this section. For “class,” put “certificates,” and put a number in “total.” Leave series and par value blank. *Close corporations* – list capital units in this section. For “class,” put “capital units,” and put a number in “total.” Leave series and par value blank. ??????????

Number 11. *For-profit corporations* – if shares have been issued and are outstanding (see number 10.2), and if any shareholders hold more than 20 per cent of any issued class/series, then the names of those shareholders must be listed. If no shares are issued and outstanding, the box marked “None” must be checked. *Business Trusts* – the names of holders of 20 per cent or more of transferable certificates must be listed in this section. If there are none, check the box marked “None.” *Close corporations* – the names of investors who hold 20 per cent or more of the total capital units must be listed in this section. If there are none, check the box marked “None.”

Number 12. *Nonprofit corporations, cooperative marketing associations, electric cooperatives* – check one box to indicate whether the corporation has or does not have members. One box must be checked. *Note* – a *corporation sole* should check “does not” have members.

Number 13. This question pertains only to the corporation submitting the Annual Report, and does not pertain to individual officers or directors. If the corporation has filed bankruptcy within the year since the filing of its last Annual Report or within the year since its Articles of Incorporation were approved, it should answer “yes” and must complete the Statement of Bankruptcy form C026. See A.R.S. §§ 10-1623 and 10-11623. If the

corporation has previously disclosed the bankruptcy in an annual report, then it is not necessary for the corporation to continue to disclose that same bankruptcy.

Number 14. This question pertains to individual incorporators, officers, directors, or trustees, AND to persons (individuals or entities) who hold or control over 10 percent of *issued and outstanding* shares, transferrable certificates, capital units, or other proprietary, beneficial, or membership interest in the corporation. Read each question carefully. If any answer is "yes," the Certificate of Disclosure Felony/Judgment Attachment form C004 must be completed and submitted to the A.C.C. along with the Annual Report form.

Number 15. This question pertains to individual incorporators, officers, directors, or trustees, AND to persons (individuals or entities) who hold or control over 20 percent of *issued and outstanding* shares, transferrable certificates, capital units, or other proprietary, beneficial, or membership interest in the corporation. This question does not pertain to the corporation filing this Annual Report, but is instead asking about the bankruptcy of other corporations for which the described persons were officers, directors, shareholders, etc. If the answer is "yes," the Certificate of Disclosure Bankruptcy Attachment form C005 must be completed and submitted to the A.C.C. along with the Annual Report form.

Signature and Verification

The Annual Report and Certificate of Disclosure may be signed by only one of the following: (1) the Chairman of the Board of Directors, (2) a duly-authorized Officer of the corporation, or (3) a duly-authorized bankruptcy trustee, receiver, or other court-appointed fiduciary. See A.R.S. §§ 10-120(F) and 10-3120(F).

The document is submitted under penalty of perjury, and the "I accept" box must be checked.

By signing, the signer certifies under penalty of perjury that all corporate income tax returns have been filed with the Arizona Department of Revenue, or that an extension of time to file the

income tax returns was obtained from the A.D.O.R. If that statement is not true, do not sign and submit the Annual Report form until the corporation has either filed its corporate tax returns or obtained an extension of time to file. Sign on the line underneath the "I accept" box. Print the name of the individual signing next to the signature. If completing the form online, type in the name in both fields. Fill in the date. Check the appropriate box underneath the signature line to indicate the capacity of the signer. If the signer is signing pursuant to a power of attorney, a copy of the power of attorney must be attached to and submitted with the Annual Report.

Submit the document

Order Form. All documents must be submitted with an Order Form (form M001). Forms are available on our website at this link: <http://www.azcc.gov/divisions/corporations/forms/formsindex.asp>.

What to submit:

1. Order Form
2. Annual Report
3. Certificate of Disclosure
4. Payment.

Online. The document and order form may be completed and submitted online through our website at www.azcc.gov/Divisions/Corporations. If assistance is required, contact the Annual Reports Section at 602-542-3285.

By Mail. Mail the completed paper document, order form, and payment (see below for payment information) to:
Arizona Corporation Commission
Corporations Division - Annual Reports
1300 W. Washington St.
Phoenix, Arizona 85007

In Person. Deliver the completed document, order form, and payment (see below for payment information) to:
Arizona Corporation Commission
Corporations Division - Annual Reports
1300 W. Washington St.
Phoenix, Arizona 85007

Payment Methods

Credit card. If submitting the document online or in person, payment by credit card is acceptable. Credit cards cannot be used if submitting by mail. The Arizona Corporation

Commission accepts only Visa, MasterCard, or American Express.

Check. If submitting the document by mail or in person, payment by check is acceptable. Checks must have an imprinted name of the account holder and/or the account holder's imprinted address – checks without imprinted name or address information will not be accepted. A handwritten or stamped name or address will not be accepted. If paying by check, make the check payable to Arizona Corporation Commission, and do not abbreviate.

Money order. If submitting the document by mail or in person, payment by money order is acceptable.

Cash. If submitting the document in person, cash payments are acceptable. Do not mail cash.

Questions

For questions about completing the Annual Report, the Annual Report filing fee, penalties for late filing, or reinstatement after administrative dissolution or revocation, contact our Annual Reports Section at 602-542-3285. For general questions, contact our Customer Service Call Center at 602-542-3026, or, within Arizona only, 800-345-5819.